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*Counsel for Branch Banking and Trust  
Company*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Case No. 12-12020-MG
	)	
Debtors.	)	Jointly Administered
	)	

**OBJECTION OF BRANCH BANKING AND TRUST COMPANY  
TO CURE AMOUNT**

Branch Banking and Trust Company ("BB&T") hereby objects to the Cure Amount applicable to it under (and as such term is defined in) the *First Notice of (I) Debtors' Intent to Assume and Assign Certain SBO Servicing Agreements as Executory Contracts and (II) Cure Amounts Related Thereto* [Doc. 2076] and *Second Notice of (I) Debtors' Intent to Assume and*

*Assign Certain SBO Servicing Agreements as Executory Contracts and (II) Cure Amounts Related Thereto [Doc. 2077] (collectively, the "Cure Notices").*

In support of its objection, BB&T respectfully states as follows:

1. BB&T and Residential Funding Company, LLC ("RFC") are parties to a certain Client Contract dated as of July 31, 1998, as amended on June 10, 2002 (as at any time further amended, restated, modified or replaced, and together with all guidelines, bulletin updates and related documents, the "Servicing Agreement"), pursuant to which BB&T services numerous loans (each a "Loan") for RFC.
2. Pursuant to the Servicing Agreement, BB&T, among other things, collects regular monthly payments of principal, interest and escrow amounts from borrowers on serviced loans, places collected funds into a custodial account for each borrower, and pays a regular monthly payment to RFC on account of each serviced loan. If at any time any borrower's custodial account contains insufficient funds to cover the monthly payment owed by BB&T to RFC under the Servicing Agreement, BB&T is required to advance (each an "Advance") the shortfall to RFC (the Advances are collectively referred to as the "Insufficiency"). Attached hereto as Exhibit A is a worksheet setting forth BB&T's calculation of the Insufficiency as of November 7, 2012.
3. The Cure Notices state that the Cure Amount in respect of the Servicing Agreement is \$0.

4. As a condition precedent to the assumption of the Servicing Agreement, RFC must pay all amounts due under the Servicing Agreement and provide adequate assurance of future performance under the Servicing Agreement. 11 U.S.C. § 365(b).

5. BB&T does not object to the assumption of the Servicing Agreement by RFC or the assignment of the Servicing Agreement to Berkshire Hathaway Inc. or Ocwen Loan Servicing, LLC (the "Purchasers"), provided that BB&T is adequately assured that the Insufficiency, any Advances made by BB&T on or after November 7, 2012, and all other payments and performances owed to BB&T under the Servicing Agreement will be paid or performed by Purchasers (or, to the extent the Court approves the assumption of the Servicing Agreement by RFC and the assignment of the Servicing Agreement by RFC to a person other than Purchasers, such assignee) following the assumption and assignment of the Servicing Agreement.

Dated: November 16, 2012.

**CARTER LEDYARD & MILBURN LLP**

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*Co-counsel for Branch Banking and Trust Company*  
-and-

PARKER, HUDSON, RAINER & DOBBS, LLP

/s/ C. Edward Dobbs  
C. Edward Dobbs (*pro hac motion to be filed*)  
Joshua J. Lewis (*pro hac motion to be filed*)  
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**EXHIBIT A**

				1,206,228.26	559,088.77	1,765,317.03	14,234,804.13	95,774.87	386,091.72	120,456.06	505,886.21	16,601,782.24
LOAN NUMBER	BB&T INVESTOR NUMBER	RFC DEAL NUMBER	IMNVESTOR LOAN NUMBER	P&I ADVANCED As of May 14, 2012	ADVANCED After May 14, 2012	TOTAL P&I ADVANCED	UNPAID PRINCIPAL BALANCE	CORPORATE ADVANCE BALANCE	ESCROW ADVANCE BALANCE AS OF May 14, 2012	ESCROW ADVANCE BALANCE AFTER May 14, 2012	TOTAL ESCROW ADVANCED	TOAL CLAIM AMOUNT
6611	D09	Deal #24	3584	-	1,994.20	1,994.20	-	-	-	-	-	1,994.20
9733	D09	Deal #19	0650	-	1,503.61	1,503.61	-	-	-	-	-	1,503.61
8704	D10		9727	-	819.01	819.01	-	-	-	14.74	14.74	833.75
2888	D10		6502	-	2,197.91	2,197.91	-	-	-	-	-	2,197.91
4048	D10		9917	30,916.72	27,052.13	57,968.85	700,000.00	1,745.28	15,127.87	-	15,127.87	774,842.00
3516	D10		6584	20,629.75	28,881.65	49,511.40	733,501.97	1,007.50	-	-	-	784,020.87
2448	D11	Deal #32	5322	15,650.51	19,500.37	35,150.88	803,450.00	2,695.80	13,559.14	10,306.17	23,865.31	865,161.99
1747	D10		7012	-	957.43	957.43	-	-	-	1,750.00	1,750.00	2,707.43
3936	D10		7202	-	2,159.79	2,159.79	-	-	-	756.40	756.40	2,916.19
2345	D11	Deal #33	5166	100,266.48	29,244.39	129,510.87	818,501.72	2,287.00	25,362.30	15,226.39	40,588.69	990,888.28
5309	D11	Deal #38	2335	-	3,135.93	3,135.93	-	-	-	404.24	404.24	3,540.17
0949	D11	Deal #15	2339	-	9,019.05	9,019.05	-	1,546.08	-	-	-	10,565.13
1950	D11	Deal #41	0512	54,827.70	25,586.26	80,413.96	649,810.62	4,168.37	12,653.30	-	12,653.30	747,046.25
9752	D11	Deal #12	0372	-	4,151.80	4,151.80	-	-	-	48.03	48.03	4,199.83
2512	D11	Deal #9	5348	-	2,717.20	2,717.20	-	807.00	-	-	-	3,524.20
5572	D10		6592	-	3,469.04	3,469.04	-	410.00	-	-	-	3,879.04
3729	D10		6708	-	16,927.00	16,927.00	-	-	-	-	-	16,927.00
7236	D10		6596	3,525.00	21,150.00	24,675.00	-	350.00	-	1,302.05	1,302.05	26,327.05
8166	D10		9192	67,282.60	15,025.54	82,308.14	638,254.29	4,328.34	8,674.26	4,765.35	13,439.61	738,330.38
6827	D10		9140	24,469.02	28,547.19	53,016.21	798,989.88	1,038.50	5,708.31	6,366.56	12,074.87	865,119.46
2171	D11	Deal #17	5444	23,875.14	9,830.94	33,706.08	269,650.00	1,580.91	8,802.01	937.00	9,739.01	314,676.00
8248	D11	Deal #13	2421	42,322.50	16,458.75	58,781.25	396,000.00	11,293.45	20,977.00	5,484.30	26,461.30	492,536.00
9564	D11	Deal #38	2425	9,470.02	3,899.42	13,369.44	95,495.52	4,448.00	399.12	226.37	625.49	113,938.45
3464	D11	Deal #38	2435	101,289.40	20,853.70	122,143.10	519,988.93	6,927.60	39,757.35	5,856.68	45,614.03	694,673.66
4495	D11	Deal #38	2437	13,336.50	6,223.70	19,560.20	152,416.00	3,396.00	1,798.11	681.00	2,479.11	177,851.31
9128	D11	Deal #38	2443	-	2,424.48	2,424.48	103,906.54	-	-	488.65	488.65	106,819.67
0401	D11	Deal #15	2451	-	2,636.31	2,636.31	-	387.00	-	-	-	3,023.31
9043	D10		9957	79,992.82	16,469.11	96,461.93	451,725.18	12,121.40	28,204.82	11,055.18	39,260.00	599,568.51
9553	D10		5256	-	2,942.61	2,942.61	-	-	-	-	-	2,942.61
3860	D10		6496	-	5,748.04	5,748.04	574,804.83	-	-	-	-	580,552.87
6150	D10		6604	135,557.40	43,131.90	178,689.30	1,971,742.63	3,678.50	63,238.21	33,504.27	96,742.48	2,250,852.91
3610	D10		9244	32,788.80	6,955.20	39,744.00	179,972.34	6,102.00	7,616.74	-	7,616.74	233,435.08
4382	D10		9246	246,458.52	61,614.63	308,073.15	1,690,000.00	605.00	94,496.40	-	94,496.40	2,093,174.55
1033	D09	Deal #27	0193	-	633.98	633.98	-	-	-	-	-	633.98
7274	D11	Deal #13	2475	-	336.95	336.95	-	-	-	-	-	336.95
8195	D11	Deal #14	5106	1,972.17	4,883.44	6,855.61	225,390.46	1,825.65	-	1,682.05	1,682.05	235,753.77
6436	D10		9773	-	2,539.59	2,539.59	-	-	-	324.58	324.58	2,864.17
6746	D11	Deal #16	5258	72,383.52	14,902.51	87,286.03	638,678.63	3,018.94	15,955.81	1,936.88	17,892.69	746,876.29
5708	D10		6616	42,869.68	21,434.84	64,304.52	524,934.04	250.00	5,889.38	3,329.66	9,219.04	598,707.60
4782	D09	Deal #2	3682	-	6,729.24	6,729.24	-	10.00	614.08	1,059.74	1,673.82	8,413.06
3333	D09	Deal #22	3707	-	2,499.67	2,499.67	-	-	-	-	-	2,499.67
7919	D11	Deal #38	2541	-	2,733.56	2,733.56	152,572.69	-	-	-	-	155,306.25
9180	D11	Deal #38	2555	-	5,432.52	5,432.52	-	-	-	-	-	5,432.52
5571	D11	Deal #13	2373	698.84	4,194.51	4,893.35	147,264.16	1,121.54	1,253.74	-	592.17	153,871.22
6497	D11	Deal #13	2379	-	583.02	583.02	-	-	-	-	-	583.02
8606	D11	Deal #37	0212	-	1,549.17	1,549.17	-	402.00	-	-	-	1,951.17
7177	D11	Deal #32	5432	-	8,281.23	8,281.23	-	-	-	1,213.88	1,213.88	9,495.11
7843	D11	Deal #32	5434	76,031.04	18,352.32	94,383.36	503,377.11	7,666.37	11,753.71	4,336.88	16,090.59	621,517.43
8254	D10		6534	4,689.74	4,202.53	8,892.27	292,350.57	2,836.34	3,302.96	2,742.00	6,044.96	310,124.14
1522	D11	Deal #9	5366	-	2,317.84	2,317.84	-	855.00	-	-	-	3,172.84
7283	D10		6618	-	1,672.72	1,672.72	-	320.00	-	-	-	1,992.72
0069	D10		9206	-	2,043.34	2,043.34	-	459.00	-	-	-	2,502.34
1979	D10		9174	-	3,547.76	3,547.76	-	-	-	-	-	3,547.76
2967	D10		9176	-	1,391.92	1,391.92	-	999.00	-	-	-	2,390.92
4295	D10		6860	4,924.39	5,597.83	10,522.22	202,026.02	1,090.51	947.10	2,871.00	3,818.10	217,456.85
3421	D11	Deal #12	0310	-	-	-	-	0.38	-	-	-	0.38
1117	D11	Deal #38	2275	-	-	-	-	0.68	-	-	-	0.68
1215	D11	Deal #13	2355	-	-	-	-	0.90	-	-	-	0.90
7140	D11	Deal #37	2365	-	-	-	-	1.39	-	-	-	1.39
2155	D11	Deal #12	0296	-	-	-	-	9.00	-	-	-	9.00
4543	D10		6702	-	-	-	-	320.00	-	-	-	320.00
9264	D11	Deal #12	0364	-	-	-	-	335.00	-	-	-	335.00
7084	D10		6528	-	-	-	-	348.97	-	-	-	348.97
6722	D11	Deal #38	5028	-	-	-	-	350.00	-	-	-	350.00
5941	D11	Deal #9	5354	-	-	-	-	363.62	-	74.70	74.70	438.32
3835	D11	Deal #15	2505	-	-	-	-	377.00	-	-	-	377.00
3814	D11	Deal #15	2519	-	-	-	-	377.00	-	-	-	377.00
7741	D11	Deal #9	5370	-	-	-	-	377.00	-	-	-	377.00
6219	D10		9182	-	-	-	-	462.00	-	-	-	462.00
0842	D11	Deal #31	5168	-	-	-	-	700.85	-	-	-	700.85
0826	D11	Deal #12	0394	-	-	-	-	-	-	588.91	588.91	588.91
8947	D11	Deal #14	5064	-	-	-	-	-	-	558.37	558.37	558.37
2728	D10		7218	-	-	-	-	-	-	258.36	258.36	258.36
4559	D10		9731	-	-	-	-	-	-	171.81	171.81	171.81
6601	D10		9198	-	-	-	-	-	-	114.10	114.10	114.10
0958	D11	Deal #38	2391	-	-	-	-	-	-	19.76	19.76	19.76